

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/24/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
RESTAURANTS UNLIMITED, INC.		11/24/2003	CORPORATION: MINNESOTA
RUI ONE CORP.		11/24/2003	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	RUI ONE CORP.
Street Address:	1818 North Northlake Way
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98103
Entity Type:	CORPORATION: MINNESOTA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1317422	CUTTERS
Registration Number:	966737	HORATIO'S
Registration Number:	1827821	KINCAID'S
Registration Number:	1732203	PALISADE
Registration Number:	2174034	PALOMINO
Registration Number:	2008261	PALOMINO
Registration Number:	1626442	PALOMINO
Registration Number:	2246460	RESTAURANTS UNLIMITED
Registration Number:	1150718	SIMON & SEAFORT'S
Registration Number:	1160427	SIMON & SEAFORT'S SALOON & GRILL

CORRESPONDENCE DATA

CH \$265.00 1317422

Fax Number: (206)224-0779
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (206) 695-1715
Email: efilings@cojkc.com
Correspondent Name: Cindy L. Caditz, Esq.
Address Line 1: 1420 Fifth Avenue
Address Line 2: Suite 2800
Address Line 4: Seattle, WASHINGTON 98101-2347

NAME OF SUBMITTER:	Heather Fox
Signature:	/Heather Fox/
Date:	01/19/2005

Total Attachments: 7
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11N-783

State of Minnesota

SECRETARY OF STATE

Certificate of Merger

I, Mary Kiffmeyer, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

WA: RUI ONE CORP

MN: RESTAURANTS UNLIMITED, INC., MINNESOTA

State of Formation and Name of Surviving Entity:

MN: RESTAURANTS UNLIMITED, INC., MINNESOTA

Effective Date of Merger: November 24, 2003

Name of Surviving Entity After Effective Date of Merger:

RUI ONE CORP

This certificate has been issued on: November 24, 2003



Mary Kiffmeyer
Secretary of State.

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**ARTICLES OF MERGER
OF
RESTAURANTS UNLIMITED, INC., MINNESOTA**

Pursuant to the provisions of Chapter 302A of the Minnesota Statutes, the following Articles of Merger are executed for the purpose of merging RUI ONE CORP., a Washington corporation (the "Washington Corporation"), with and into RESTAURANTS UNLIMITED, INC., MINNESOTA, a Minnesota corporation (the "Surviving Corporation," and collectively the "Constituent Corporations").

1. The Agreement and Plan of Merger between the Constituent Corporations, attached hereto as Exhibit A (the "Agreement and Plan of Merger"), was approved, adopted, and executed by the Washington Corporation and the Surviving Corporation under Minn. Stat. §302A.613.
2. The Agreement and Plan of Merger was approved by written consent of the Shareholder of the Washington Corporation on November 14, 2003 pursuant to Minn. Stat. §302A.613.
3. The Agreement and Plan of Merger was approved by written consent of the Shareholder of the Surviving Corporation on November 14, 2003 pursuant Minn. Stat. §302A.613.
4. The executed Agreement and Plan of Merger is on file at the principal executive offices of the Surviving Corporation located at 1818 N. Northlake Way, Seattle, WA 98103.

Dated this 14th day of November, 2003.

RUI ONE CORP.,
a Washington corporation

By: Steven R. Stoddard
Its: President

RESTAURANTS UNLIMITED, INC., MINNESOTA,
a Minnesota corporation

By: Steven R. Stoddard
Its: President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

RUI ONE CORP., A WASHINGTON CORPORATION

AND

RESTAURANTS UNLIMITED, INC., MINNESOTA,

A MINNESOTA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is entered into this 17th day of November, 2003 by and between RUI ONE CORP., a Washington corporation (the "Washington Corporation") located at 1818 N. Northlake Way, Seattle, WA 98103 and RESTAURANTS UNLIMITED, INC., MINNESOTA a Minnesota corporation (the "Minnesota Corporation"), located at 1818 N. Northlake Way, Seattle, WA 98103 (the Washington Corporation and the Minnesota Corporation collectively, the "Constituent Corporations"). In consideration of the covenants and conditions set forth herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Constituent Corporations agree as follows:

1. **Background.** The Constituent Corporations have deemed it advisable and in the best interests of each Constituent Corporation and their respective shareholder to merge the Washington Corporation with and into the Minnesota Corporation (the "Merger") as authorized by the laws of the States of Minnesota and Washington.

2. **Parties**

2.1 Washington Corporation is a corporation organized and existing under the laws of the State of Washington.

The authorized capital stock of Washington Corporation is as follows:

Designation of Class	Shares Authorized
Common, \$0.01 par value	100

The number of shares of stock of Washington Corporation issued and outstanding as of the date of this Plan is as follows:

Designation of Class	Shares Authorized
Common, \$0.01 par value	100

2.2 The Minnesota Corporation is a corporation organized and existing under the laws of the State of Minnesota.

Designation of Class	Shares Authorized
Common, \$0.01 par value	100

The number of shares of stock of Washington Corporation issued and outstanding as of the date of this Plan is as follows:

Designation of Class	Shares Authorized
Common, \$0.01 par value	100

3. Name of Surviving Corporation. The name of the surviving corporation is RUI One Corp., a Minnesota corporation.

4. Constituent Corporation's State Laws. The Merger is permitted under Chapter 23B.11 of the Revised Code of Washington and under Chapter 302A of the Minnesota Statutes.

5. Merger & Effect.

5.1 Merger & Survivor. The Washington Corporation shall be merged with and into the Minnesota Corporation. The Minnesota Corporation shall be the surviving corporation pursuant to the applicable provisions of Chapter 302A.611 et seq. of the Minnesota Statutes, as amended, the applicable provisions of Chapter 23B.11 of the Revised Code of Washington, as amended, and in accordance with the terms of this Plan.

5.2 Effective Time of Merger. Upon execution by the Washington Corporation and Minnesota Corporation of Articles of Merger incorporating this Plan and the filing of the Articles of Merger with the Secretaries of State of Minnesota and Washington, the Merger shall become effective (the "Effective Time of Merger").

5.3 Effect

(a) Rights & Property. At the Effective Time of Merger, the separate existence of the Washington Corporation shall cease, and the Washington Corporation shall be merged in accordance with the provisions of this Plan, with and into the Minnesota Corporation. The Minnesota Corporation shall possess all the properties and assets and all the rights, privileges, powers, immunities and franchises, of whatever nature and description of the Constituent Corporations.

(b) Debts & Liabilities. At the Effective Time of Merger the Minnesota Corporation shall be subject to all restrictions, disabilities, duties and liabilities of the Constituent Corporations.

(c) Real Property. The title to all real estate or other property, or interest therein, vested by deed or otherwise in either the Washington Corporation or the Minnesota Corporation, shall be vested in the Minnesota Corporation without reversion or impairment.

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(d) Pending Claims. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either the Minnesota Corporation or the Washington Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Minnesota Corporation may be substituted in any such action or proceeding.

(e) Books & Records. The assets and liabilities of the Constituent Corporations as of the Effective Time of Merger, shall be reflected on the books of the Minnesota Corporation at the amount at which they are carried at that time on the respective books of the Constituent Corporations.

(f) Registered Office. The address of the registered office of the Minnesota Corporation shall be as follows:

CT Corporation
405 Second Avenue South,
Suite 454
Minneapolis, MN 55401

(g) No Further Act. All such things described in this Section 5.3 shall be taken and deemed to be transferred to and vested in the Minnesota Corporation without further act or deed.

6. Articles of Incorporation, Bylaws & Officers.

6.1 Articles of Surviving Corporation. The Articles of Incorporation of the Minnesota Corporation shall be the Articles of Incorporation of the surviving corporation.

6.2 Bylaws. The Bylaws of the Minnesota Corporation shall be the Bylaws of the surviving corporation.

6.3 Officers & Directors. The persons who are currently officers and directors of the Minnesota Corporation shall continue in their respective positions.

7. Conversion of Shares.

7.1 At the Effective Time of Merger, by virtue of the Merger, and without any action on the part of the holder of any shares of stock of the Washington Corporation or of the Minnesota Corporation, all issued and outstanding shares of the Minnesota Corporation held as of the record date, shall be the only issued and outstanding shares of the surviving corporation. Shareholders of the Washington Corporation shall surrender their existing share certificates for new share certificates of the Minnesota Corporation.

7.2 At the Effective Time of Merger, by virtue of the Merger, every share of the common stock of the Washington Corporation shall be retired and the certificates shall be deemed cancelled.

8. **Implementation** Each party shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the States of Minnesota and Washington to consummate and make effective the Merger.

9. **Termination** This Plan may be terminated for any reason at any time before the filing of Articles of Merger with the Secretaries of State of Minnesota and Washington (whether before or after approval by the shareholders of the Minnesota Corporation and the Washington Corporation, or either of them) by resolution of the Board of Directors of either Corporation.

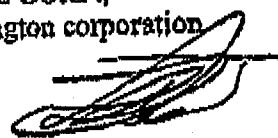
10. **Amendment** This Plan may, to the extent permitted by law, be amended, supplemented or interpreted at any time by action taken by the Board of Directors of each of the Constituent Corporations.

11. **Governing Law** This Plan and all matters relating to this Plan shall be governed by, construed and interpreted in accordance with the laws of the State of Minnesota, except where the laws of the State of Washington govern, in which case the laws of the State of Washington shall apply.

12. **Counterpart and Facsimile Signatures** This Plan may be signed in counterparts, each of which shall be an original, but all of which shall constitute one and the same document. Signatures transmitted by facsimile shall be deemed valid execution of this Plan binding on the Constituent Corporations.

IN WITNESS WHEREOF, the Constituent Corporations hereto have duly executed and delivered this AGREEMENT AND PLAN OF MERGER as of the date first set forth above.

RUI ONE CORP.,
a Washington corporation



By: _____
Name: Steven R. Stoddard
Title: President

RESTAURANTS UNLIMITED, INC., MINNESOTA
A Minnesota corporation



By: _____
Name: Steven R. Stoddard
Title: President

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

NOV 24 2003

Mary Hiffmeyer
Secretary of State